

Company number: 3322023

Private Company Limited by Guarantee

and not having a Share Capital

ARTICLES OF ASSOCIATION

Of

MARINE STEWARDSHIP COUNCIL

(the "Charity")

Interpretation

1. (1) In these articles:

"**articles**" means these articles of association of the Charity;

"**Audit Committee**" means the audit committee constituted pursuant to article 60

"**auditors**" means the auditors of the Charity;

"**Board**" means the board of trustees of the Charity;

"**Chair**" means the trustee appointed to be the chairman of the Board pursuant to article 48;

"**Chief Executive**" means the person appointed to the office of chief executive of the Charity pursuant to article 49(1);

"**clear days**" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Commission**" means the Charity Commission for England and Wales;

"**Companies Acts**" means the Companies Acts (as defined by section 2 of the Companies Act 2006), in so far as they apply to the Charity;

"**Conservation Sector**" means, in terms of its relationship with the global seafood industry, that group of non profit, non governmental organisations that seek to protect the oceans' natural resources;

"**executed**" includes any mode of execution;

"**Finance Committee**" means the finance committee constituted pursuant to Article 60;

"**council member**" means a member of the Stakeholder Advisory Council;

"**Governance Committee**" means the governance committee constituted pursuant to article 60;

"**MSCI**" means Marine Stewardship Council International Limited, the trading company of the Charity;

"**Market Sector**" means retailers, foodservice operators and brand marketers;

"**member**" means a member of the Charity;

"**memorandum**" means the memorandum of association of the Charity;

"**office**" means the registered office of the Charity;

"**Seafood Sector**" means those organisations involved in the harvesting and processing of seafood from fisheries;

"**seal**" means the common seal of the Charity if it has one;

"**Secretary**" means the secretary of the charity or any other person appointed to perform the duties of the secretary of the charity, including a Joint, assistant or deputy secretary;

"**Stakeholder Advisory Council**" means the body constituted pursuant to article 58;

"**TAB member**" means a member of the Technical Advisory Board;

"**Technical Advisory Board**" means the forum constituted pursuant to article 59;

"**trustees**" means the directors of the Charity (and "**trustee**" has a corresponding meaning); and

- (2) Words importing the masculine gender only shall include the feminine and neuter genders.
- (3) Words importing persons include corporations and bodies of persons.
- (4) References to articles are to articles of these articles.
- (5) The regulations contained in the Table A model articles (as set out in the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (SI 2007/2826)) and the model articles for private companies limited by guarantee (as set out the Companies (Model

Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Charity.

Liability of members

2. The liability of members is limited to a sum not exceeding £1.00, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up which he, she or it is a member of within one year after he, she or it ceases to be a member, for:
 - (1) payment of the Charity's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves.

Objects

3. The Charity's objects are to conserve the marine and freshwater environments for the benefit of the public and to advance public education in the principles and practice of conservation, particularly, but not exclusively, by:
 - (1) conserving marine and freshwater fish populations and the environment on which they depend;
 - (2) promoting for the public benefit effective management of fisheries and, ensuring the sustainability of global fish stocks and the health of the aquatic ecosystems generally; and
 - (3) establishing and promoting the application of a broad set of principles, standards and criteria for sustainable fishing.

(together the "**Objects**").

Powers of the Charity

4. In furtherance of the Objects but not otherwise, the Charity may exercise the following powers:
 - (1) to develop, provide and operate educational and conservation programmes;
 - (2) to develop, provide and operate assessment programmes and schemes;
 - (3) to publish pamphlets, leaflets, manuals and other literature and information;
 - (4) to promote and publicise the Charity and its Objects;

- (5) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (6) to raise funds, to invite and receive contributions, to apply for and receive grants, to accept donations, to receive royalties and to borrow money: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (7) to acquire (by purchase, taking on lease, exchange or otherwise howsoever), alter, improve, maintain, equip for use and (subject to such consents and compliance with such restrictions as may be required or imposed by law) to charge or otherwise dispose (by sale, lease or otherwise howsoever) of property;
- (8) subject to article 5 below to employ such staff, including, without prejudice to the generality of the foregoing, a Chief Executive, who shall not be a trustee, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- (9) to apply, purchase and by other means acquire, protect, prolong, develop and renew any trade mark, service mark, copyright, registered design, protection and right of the same or similar effect or nature, and to use, turn to account and grant licences and privileges in respect of those things, and to spend money in experimenting with testing, research, improving and seeking to improve any of those things: provided that in so doing so the Charity shall not undertake any substantial permanent trading activities;
- (10) to invest money of the Charity not immediately required for the Objects in or on such investments, securities or property as may be thought fit;
- (11) to appoint as investment managers for the Charity one or more persons who the trustees are satisfied after enquiry are proper and competent persons to act in that capacity and who are either:
 - (a) individuals of repute with at least 15 years' experience of investment management within the meaning of the Financial Services and Markets Act 2000 ("**FSMA**"); or
 - (b) a company or firm of repute which is an authorised or exempted person within the meaning of FSMA,

and to delegate to any investment manager so appointed at such investment managers' discretion the power to buy and sell investments for the Charity on its behalf in accordance with the investment policy laid down by the trustees. The trustees may pay reasonable and

proper remuneration to anyone appointed to act as an investment manager for the Charity;

- (12) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (13) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (14) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and
- (15) to do all such other lawful things in any part of the world as are necessary for the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf, provided that at no time shall a majority of the trustees benefit from this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (3) to provide indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew to be a breach of trust or breach of duty of which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- (4) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

- (5) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (6) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- (7) to any trustee of reasonable out-of-pocket expenses; and
- (8) of reasonable remuneration to any trustee for services undertaken in the administration of the Charity, provided that a trustee withdraws from any meeting whilst his or her remuneration is being discussed.

Members

- 6. (1) The subscribers to the memorandum, being the initial trustees, shall be the initial members.
- (2) Any person which or who becomes a trustee after the date of incorporation of the Charity shall thereupon become and be registered as a member.
- (3) Any member which or who ceases to be a trustee shall thereupon cease to be a member.
- (4) Save as provided in article 6(3), no person shall cease to be a member. Membership shall not be transferable.

General Meetings

- 7. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than thirteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 8. The trustees may call general meetings at any time.

Notice of General Meetings

- 9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least fourteen clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

- (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice convening a general meeting to consider a special or extraordinary resolution shall specify the intention to propose the resolution as a special resolution or extraordinary resolution, as the case may be.

The notice shall be given to all the trustees and the secretary.

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

11. No business shall be transacted at any meeting unless a quorum is present. Persons present in person or by proxy and together representing not less than 40 per cent of the total voting rights of all the members entitled to attend and vote at that meeting shall constitute a quorum, provided that if at the time of any general meeting the number of members is fewer than that required to form a quorum, then the meeting shall be adjourned.
12. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine and if at any such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned sine die.
13. The Chair shall preside as chairman of the meeting, but if the Chair shall not be present within fifteen minutes after the time appointed for holding the meeting and/or be willing to act) the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
14. The Chief Executive shall, notwithstanding that he is not a member, be entitled to receive notice of and attend and speak at any general meeting save that the members present (including duly authorised proxies for members) at any such general meeting may, by a simple majority vote, exclude the Chief Executive from any part of or the whole of such general meeting.
15. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the

meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

16. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded.
17. Unless a poll is duly demanded (and the demand is not withdrawn) a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
18. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
19. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
21. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

23. Subject to article 20, every member shall have one vote. No member shall be entitled to vote at any general meeting unless all moneys (if any) then payable by him to the Charity have been paid.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

25. (1) On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

(2) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):

"[Name of Charity]

I, ● of ●, being a member of the above-named Charity, hereby appoint ● of ●, or failing him, ● of ●, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Charity to be held on [insert date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 * for * against
Resolution No 2 * for * against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this ● day of ●."

(3) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some way approved by the trustees may:

(a) be deposited at the office or at such other place as is, or at one of such other places as are, specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the secretary or to any trustee.

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 26. A vote given or poll demanded by a proxy or by a duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 27. A resolution in writing signed by or on behalf of all members entitled to attend and vote in respect thereof at a general meeting shall be as valid and effective as if the same had been passed at a general meeting duly convened and held, and any such resolution may consist of several documents in the like form each signed by or on behalf of one or more such members.

Trustees

- 28. The number of trustees shall (unless otherwise determined by ordinary resolution) be not fewer than 8 and not more than 15.
- 29. The trustees shall be constituted as follows:
 - (1) at least 2 trustees from each of the Seafood Sector, the Conservation Sector and the Market Sector and 2 trustees with relevant marine science experience; and
 - (2) any other trustees appointed pursuant to the articles.

Powers of Trustees

- 30. The business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity as are not, by the Companies Acts or by these articles, required to be exercised by the Charity in general meeting. No alteration of these articles and no such direction given by special resolution shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by these articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 31. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these articles the trustees shall have the following powers, namely:

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
- (2) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

32. The trustees shall prepare and, in appointing trustees, committees, the Technical Advisory Board and the Stakeholder Advisory Council pursuant to these Articles, at all times take into consideration and so far as reasonably possible give effect to guidelines for maintenance of the balance between the various groups and entities which properly and actively take an interest in the activities of the Charity.
33. Save as provided in article 34, each trustee shall be appointed for a specified period not exceeding three years. On or prior to the termination of the period of his appointment a trustee may be re-appointed for a further period not exceeding three years. Upon termination of this second period of appointment, a trustee will be required to stand down from the Board. A trustee who has held two consecutive three-year terms of office, will be eligible to seek re-election after a period of not less than one year has elapsed.
34. The Chair shall be a trustee with the same obligations, rights, terms and term limits (as provided in article 32) as other trustees save that s/he may be reappointed for two further periods not exceeding three years. Upon termination of this third period of appointment, the Chair shall be required to stand down from the Board. A Chair who has held three consecutive three-year terms of office will be eligible to seek re-election as a trustee after a period of not less than one year has elapsed.
35. The chair of the Technical Advisory Board, both chairs of the Stakeholder Advisory Council and the chair of the board of MSCI shall be trustees ex officio with the same obligations, rights, terms and term limits (as provided in article 33) as other trustees save that each will automatically cease to be a trustee on ceasing to be such chair.
36. The terms of each trustee shall commence at the Annual General Meeting following formal confirmation by the Board, and shall expire at the third subsequent annual general meeting. Where a currently serving Board member is confirmed as chair of the MSCI board, Stakeholder Advisory Council co-chair or chair of the Technical Advisory Board, their (three year) ex-officio term will commence immediately upon appointment of their ex-officio position.
37. Any trustee may nominate one or more candidates for appointment as a trustee. Save as provided in article 38 the candidate(s) shall be appointed by simple majority vote at a duly convened meeting of the trustees.

38. If more candidates are nominated for appointment and/or offer themselves for re-appointment than there are trustee vacancies and the trustees are unable to reach agreement by simple majority vote on which candidates shall be appointed and/or re-appointed, the Chair shall exercise his casting vote, as provided in article 50.
39. No person shall be appointed or reappointed a trustee at any meeting of the trustees unless he has given consent to be appointed or re-appointed as a trustee.
40. No person shall be appointed as a trustee:
 - (1) unless he has attained the age of eighteen years;
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 41; or
 - (3) if his appointment would cause the number of trustees to exceed any number fixed by or in accordance with these articles as the maximum number of trustees.
41. Subject as aforesaid, the trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee, provided the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with these articles as the maximum number of trustees.

Disqualification and Removal of Trustees

42. A trustee shall cease to hold office if he:
 - (1) ceases to be a trustee by virtue of any provision in the Companies Acts or any other law;
 - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (3) in the written opinion, given to the Charity, or a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (4) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (5) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

Trustees' Expenses

43. Within the terms of the policy established by the Board, the trustees shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or any committees or general meetings or meetings of the Technical Advisory Board or meetings of the Stakeholder Advisory Council or otherwise in connection with the discharge of their duties.

Trustees' Interests

44. Except to the extent permitted by article 5, no trustee shall take or hold any interest in property belonging to the Charity or be interested otherwise than as a trustee in any other contract to which the Charity is a party. Trustees shall adhere to the policy on the management and declaration of interests established by the Board from time to time.
45. A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A trustee must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
46. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
- (1) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (2) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting;
 - (3) the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying; and
 - (4) such authorisation would be in accordance with the Board's conflict of interest policy established by the Board from time to time.
47. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

The Chair

48. (1) The trustees shall appoint from one of their number, and may at any time remove, the Chair. Any such appointment or removal shall be effected by notice in writing by or on behalf of the trustees (other than the Chair) to the Chair.
- (2) The Chair may be appointed subject to such conditions as the trustees think desirable to impose.

The Chief Executive and other Executives

49. (1) The trustees may appoint any person (other than a trustee) to the office of Chief Executive or to any other executive office under the Charity, and may at any time remove any person so appointed. Any such appointment or removal shall be effected by notice in writing by or on behalf of the trustees to such person. The trustees may make such appointment subject to such conditions, including as to remuneration, they think desirable to impose.
- (2) The Chief Executive shall be entitled to receive notice of and attend and speak (but not vote) at all meetings of the trustees, save that the trustees present at the meeting may, by a simple majority vote, exclude the Chief Executive from any part of or the whole of such meeting.

Proceedings of Trustees

50. Subject to the provisions of these articles, the trustees may regulate their proceedings as they think fit. The Chair may, and the secretary at the request of not less than 40 per cent in number of the trustees shall, call a meeting of the trustees. Meetings of trustees shall be convened at least twice a year. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
51. The quorum at a meeting for the transaction of the business of the trustees shall be trustees present in accordance with article 52 and together being not less than 40 per cent of the number of trustees entitled to attend and vote at that meeting
52. A meeting of the trustees shall include meeting either in person or by telephone or any other communication equipment which allows all persons participating in the meeting to hear each other. A person participating in any such meeting by telephone or other communication equipment shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair then is.
53. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is fewer than 8, the continuing trustees or trustee may act only for the purpose of restoring the number to 8.

54. The Chair shall preside as the chairman of meetings of trustees at every meeting of trustees at which he is present. But if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
55. (1) The trustees may appoint and constitute one or more committees (including, without prejudice to the generality of the foregoing committees of the trustees consisting solely of trustees and onto which non-trustees may be co-opted but shall not vote) for the purpose of advising the trustees or of making any inquiry or supervising or performing any function or duty of the trustees.
- (2) The trustees may make such rules and regulations as to the composition, conduct and management of any such committee and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit.
- (3) Without prejudice to the generality of the foregoing, any committee that is not a committee of the trustees shall consist of such persons (including trustees) as the trustees think fit.
- (4) The deliberations of any such committee shall be reported regularly to the trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the trustees and for that purpose every committee shall appoint a secretary, who shall keep minutes of the meetings of such committee.
- (5) All appointments of and delegations to committees under this article 55 shall be revocable at any time.
- (6) No committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the trustees.
56. All acts done by a meeting of trustees, or (as the case may be) of a committee appointed pursuant to article 55(1) shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or (as the case may be) any committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee or (as the case may be) a committee member and had been entitled to vote.
57. A resolution in writing, signed by all the trustees or (as the case may be) all committee members entitled to receive notice of a meeting of trustees or (as the case may be) of a committee, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees or (as the case may be) committee members.

Stakeholder Advisory Council

58. (1) The trustees shall establish a Stakeholder Advisory Council for the purpose of providing a wide range of views, advice, recommendations and opinions to the trustees and to committees duly appointed pursuant to article 55(1) and to the Technical Advisory Board.
- (2) Membership of the Stakeholder Advisory Council shall be open to any individual and the Stakeholder Advisory Council shall not more than seventeen members.
- (3) The council members shall be appointed by the trustees for such periods not exceeding three years as the trustees shall determine.
- (4) The trustees shall make such rules or bye-laws (and amendments to any such rules or bye-laws) for the conduct and management of the Stakeholder Advisory Council as they may from time to time think fit provided that such rules and bye-laws shall specify the maximum gaps between meetings of the Stakeholder Advisory Council which shall not be longer than fourteen months.
- (5) Subject to any rules or bye-laws set out in article 58(4), the trustees shall be responsible for appointing two chairs from the Council members for such periods not exceeding three years as the trustees shall determine, provided that the terms of appointment for both chairs must not be coterminous and there must be two chairs at all times. On or prior to the termination of the period of his or her appointment a chair may be re-appointed for a further period not exceeding three years. Upon termination of this second period of appointment, a Council member will be required to stand down as chair. A Council member who has held two consecutive three-year terms of office as chair, will be eligible to seek re-appointment after a period of not less than one year has elapsed..
- (6) The two chairs shall jointly chair meetings of the Stakeholder Advisory Council and neither chair shall have a second or casting vote. The chairs shall, in carrying out their duties as chairs, seek impartially to promote and represent the Stakeholder Advisory Council as a whole.

Technical Advisory Board

59. (1) The trustees shall establish a Technical Advisory Board:
- (a) from which the trustees will seek and receive advice on the Charity's technical, scientific and quasi-judicial functions, including but not limited to the Charity's Principles and Criteria, certifier approval (accreditation) methodologies and certification methodologies.
- (b) To which the trustees may, subject to any rules or bye-laws made pursuant to article 59(4), delegate to the Technical Advisory Board

some or all of its functions of making decisions on matters for which the trustees are responsible including, without limitation, the content and revision of the Charity's principles and criteria, and certification methodologies; and the trustees may, from time to time, as they see fit, amend, extend, withdraw and renew any such delegated authority.

- (2) The Technical Advisory Board shall not have more than fifteen TAB members.
- (3) TAB members shall be appointed by the trustees for such periods not exceeding three years as the trustees shall determine. On or prior to the termination of the period of his or her appointment a TAB member may be re-appointed for a further period not exceeding three years. Upon termination of this second period of appointment, a TAB member will be required to stand down as a TAB member. A TAB member who has held two consecutive three-year terms of office, will be eligible to seek re-appointment after a period of not less than one year has elapsed.
- (4) The trustees shall make such rules or bye-laws (and amendments to any such rules or bye-laws) for the conduct and management of the Technical Advisory Board as they may from time to time think fit provided that such rules and bye-laws shall specify the maximum gaps between meetings of the Technical Advisory Board which shall not be longer than one year.
- (5) Subject to any applicable rules or bye-laws made pursuant to article 59(4), the Technical Advisory Board may appoint and constitute one or more working groups (including, without prejudice to the generality of the foregoing working groups of the Technical Advisory Board consisting solely of TAB members and onto which individuals who are not TAB members may be co-opted but shall not vote) for the purpose of advising the Technical Advisory Board or of making any inquiry or supervising or performing any function of the Technical Advisory Board.
- (6) Subject to any applicable rules or bye-laws made pursuant to article 59(4), the Technical Advisory Board may make such rules and regulations as to the composition, conduct and management of any such committee and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit.
- (7) The trustees shall be responsible for appointing a chair from the TAB members for such period not exceeding three years as the trustees shall determine. On or prior to the termination of the period of his or her appointment a chair may be re-appointed for a further period not exceeding three years. Upon termination of this second period of appointment, a TAB member will be required to stand down as chair. A TAB member who has held two consecutive three-year terms of

office as chair, will be eligible to seek re-appointment after a period of not less than one year has elapsed..

Finance, Governance and Audit Committees

60. (1) The trustees shall establish separate finance, governance and audit committees. The trustees may delegate such of their responsibilities for financial, governance and audit related matters as they shall from time to time determine.
- (2) The trustees shall from time to time appoint, remove and replace the members of the Finance Committee, the Governance Committee and the Audit Committee provided that at least one member of each committee shall be a trustee.
- (3) The provisions of article 55 shall apply to the Finance Committee, the Governance Committee and the Audit Committee.
- (4) The Audit Committee shall have delegated authority to ensure that: the Charity and all incorporated subsidiaries have a robust framework for financial accountability; suitably qualified external auditors are appointed for the Charity (and incorporated subsidiaries) and that auditor recommendations are followed; examination and review of all systems and methods of financial control is undertaken; and that the Charity (and incorporated subsidiaries) is compliant with relevant financial and audit regulations, requirements and good practice.

National and Regional Working Groups and Subsidiaries

61. (1) The trustees may, as they see fit, establish regional advisory groups or incorporate subsidiary bodies in any countries and in all geographic regions.
- (2) The trustees will regulate the rules and bye-laws of every committee, regional advisory group and incorporated subsidiary body established pursuant to these Articles (including the Technical Advisory Board and Stakeholder Advisory Council) to ensure that due and fair consideration in the interests of promoting the Objects, will be given to representations, reports and proposals submitted to the Board by such committees, advisory groups and incorporated bodies.
- (3) The trustees shall make such rules or bye-laws (and amendments to any such rules or bye-laws) for the conduct and management of the incorporated subsidiary bodies and advisory groups as they may from time to time deem fit. The governing body of each subsidiary shall include at least one member of the Board.

Secretary

62. Subject to the provisions of the Companies Acts, any secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee)

and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

63. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and including the names of the trustees present at each such meeting.

Accounts

64. Accounts shall be prepared in accordance with the provisions of Part 15 of the Companies Act 2006.

Annual Report and Return and Register of Charities

65. The trustees shall comply with the requirements of the Charities Act 2011 (or any statutory re-enactment or modification of that act) with regard to:
- (1) transmission of a copy of the statements of account to the Commission;
 - (2) preparation of an annual report and the transmission of a copy of it to the Commission; and
 - (3) preparation of an annual return and its transmission to the Commission.
66. The trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

67. Any notice to be given to or by any person pursuant to these articles shall be in writing or in electronic form except that a notice calling a meeting of the trustees need not be in writing or electronic form.
68. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, by leaving it at that address or by email to the member at his designated email address.
69. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
70. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was

given. A notice shall be deemed to be given at the expiration of ninety-six hours after the envelope containing it was posted.

- (2) Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006. A notice shall be deemed to be given at the expiration of forty-eight hours after the electronic-form of notice was sent.

Indemnity

71. Subject to the article 72, a trustee or other officer or auditor of the Charity may be indemnified out of the assets of the Charity against:
 - (1) any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity;
 - (2) any liability incurred by that trustee in connection with the activities of the Charity in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
 - (3) any other liability incurred by that trustee as an officer of the Charity.
72. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

Winding up

73. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects and which prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by article 5, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

Rules

74. (1) The trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
 - (a) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- (b) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by these articles;
 - (c) the composition, conduct and management of any committees (advisory groups and incorporated subsidiaries) in so far as such procedure is not regulated by these articles;
 - (d) the terms of reference of any working groups established by the Board including the conduct and management of advisory groups and incorporated subsidiaries;
 - (e) generally, all such matters as are commonly the subject matter of company rules; and
 - (f) documented quality management system and operational policies and procedures.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye-laws (including those of its subsidiaries) and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity; provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the articles.